Graass James H Form 4 May 04, 2009

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

0.5

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

(Print or Type Responses)

Graass James H

1. Name and Address of Reporting Person \*

1(b).

Clast   CFirst   CREEK   CMonth/Day/Year   Od/30/2009					EAGLE MATERIALS INC [EXP]						(Check all applicable)			
DALLAS, TX 75219  (City)  (State)  (Zip)  Tabl I - Non-Derivative Securities Acquired (Instr. 3, 4 and 5) (Instr. 3) (Instr. 4) (	3811 TURTLE CREEK BLVD., STE #1100 (Street)			(Month/Day/Year)						Director 10% Owner X Officer (give title Other (specify below)				
1.Title of Security (Instr. 3)											Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
Security (Instr. 3)  (Month/Day/Year) (Month/Day/Year) (Instr. 8)  (Month/Day/Year) (Instr. 3, 4 and 5)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 3)  (Instr. 3 and 4)  (Instr. 4)  (In		(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq						uired, Disposed of, or Beneficially Owned			
Restricted Common Stock Units (1)  Restricted Common Stock Units (1)  Restricted Common Stock Units (2)  Common Stock St		Security	ecurity (Month/Day/Year) Expressr. 3) ar		Execution Date, if		8)	on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership	
Common Stock Units (2)  Common Stock  A 26.6146 A (2)  A 26.6146 A (2)  Common Stock  Stock  A 26.6146 A (3)  D 26.6146 D D		Common Stock Units	04/30/2009						` '	\$ 0	7,500	D		
Stock 8,854 (5) D		Common Stock Units	04/30/2009			A		26.6146	A	\$ 0 (2)	7,526.6146	D		
742 I By 401(k											8,854 <u>(3)</u>	D		
											742	I	By 401(k)	

Common Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (Right to Buy)	\$ 26.695	04/30/2009		A	48,000	<u>(4)</u>	08/21/2015	Common Stock	48,0

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Graass James H

3811 TURTLE CREEK BLVD.

STE #1100

**DALLAS, TX 75219** 

**EVP & General Counsel** 

# **Signatures**

/s/ James H. 05/04/2009 Graass

\*\*Signature of Date
Reporting Person

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On August 21, 2008, the reporting person was granted up to 7,500 Restricted Common Stock Units ("RSUs") subject to the Issuer's achievement of certain performance conditions for the nine months ending March 31, 2009. On April 30, 2009, the performance conditions were determined to have been satisfied such that 7,500 RSUs became vested and reportable on such date. The Restricted

Reporting Owners 2

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Common Stock Unit grant reported above represents these vested RSUs which will be issuable in shares of Common Stock on August 21, 2009.

- The grant reported above represents RSUs accrued in connection with a cash dividend paid by Issuer on its Common Stock and as a result (2) of certain dividend equivalent rights associated with the reporting person's existing RSUs, including the vested RSUs referred to in footnote (1) above.
- (3) Includes 1,407 shares of Common Stock issued to the reporting person on March 31, 2009 in connection with vested RSU grants previously disclosed by the reporting person.
- On August 21, 2008, the reporting person was granted an option to purchase 48,000 shares of Common Stock, with vesting subject to the (4) Issuer's achievement of certain performance conditions for the nine months ending March 31, 2009. On April 30, 2009, the performance conditions were determined to have been satisfied such that stock options vested as to 48,000 shares exercisable immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.